

August 30, 1989

**Itel Rail Corporation**

55 Francisco Street  
San Francisco, CA 94133  
(415) 984-4000  
(415) 781-1035 Fax

RECORDATION NO. 14780-B FILED 1424

SEP 1 1989 -11 20 AM

INTERSTATE COMMERCE COMMISSION

Hon. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

**Re: Release and Assignment of Collateral ("Release") and  
Termination of 1978 Series 2 Amended ETC Series Trust and  
1978 Series 3 Amended ETC Series Trust**

Dear Ms. McGee:

On behalf of Itel Rail Corporation, the above instrument, in three (3) counterparts, is hereby submitted for filing and recording pursuant to 49 U.S.C. Section 11303(a), along with the \$26 recordation fee.

Please record this Release under the Lease Agreement dated as of July 17, 1985, between Itel Rail Corporation and Hartford and Slocumb Railroad Company, which was filed with the ICC on August 29, 1985, under Recordation No. 14780. Please cross-index this Release to the Equipment Trust Agreement dated January 1, 1982, between Itel Rail Corporation and First Security Bank of Utah, N.A., which was filed with the ICC on September 20, 1983, under Recordation No. 14165.

The parties to the enclosed document are listed below:

First Security Bank of Utah, N.A. - Releaser-Assignor  
79 South Main Street  
Salt Lake City, Utah 84125

Itel Rail Corporation - Party Released-Assignee  
55 Francisco Street  
San Francisco, California 94133

This Release and Assignment of Collateral releases the interests of First Security Bank of Utah, N.A., Trustee, in the above-captioned Lease Agreement and the collateral thereunder and assigns it to Itel Rail Corporation. The rolling stock covered by this Release consists of units so designated in Schedule B thereto.

Honorable Noreta R. McGee  
August 30, 1989  
Page Two

A short summary of the document should appear in the Index as follows:

"Release of all interest in the above indentified Lease or Sublease and collateral thereunder and assignment thereof by First Security Bank of Utah, N.A., to Itel Rail Corporation."

Please return to the undersigned the stamped counterparts not required for filing purposes, together with the ICC fee receipt and acknowledgment letter.

Very truly yours,

*patricia schumacker*

Patricia Schumacker  
Legal Department

Enclosures

CERTIFICATION OF TRUE COPY

On August 30, 1989, I, Patricia Schumacker, examined the original copy of Release and Assignment of Collateral and Termination of 1978 Series 2 Amended ETC Series Trust and 1978 Series 3 Amended ETC Series Trust and I hereby certify that I have compared the attached duplicate copy with the original, and that it is a complete, true and correct copy of the original in all respects, including the dates, signatures and acknowledgments thereof.

*patricia schumacker*

*14780B*  
RECEIVED IN 14780B FILED 105

STATE OF CALIFORNIA      )  
                              )  
                              ) ss.  
COUNTY OF SAN FRANCISCO )

SEP 1 1989 -11:20 AM

INTERSTATE COMMERCE COMMISSION

On August 30, 1989, before the undersigned, a Notary Public for the State of California, personally appeared Patricia Schumacker, known to me to be the person whose name is subscribed to the above instrument and acknowledged that she executed the same.



*Patricia M. O'Grady*  
Notary Public

14780-B  
RECORDED INDEXED  
RELEASE AND ASSIGNMENT OF COLLATERAL

AND TERMINATION OF

1978 SERIES 2 AMENDED ETC SERIES TRUST

SEP 1 1989 -11 20 AM

1978 SERIES 3 AMENDED ETC SERIES TRUST

INTERSTATE COMMERCE COMMISSION

This Release and Assignment of Collateral and Termination of Trusts ("Release") is entered into as of the 21<sup>st</sup> day of October, 1988, by and between Itel Rail Corporation ("Itel Rail") and First Security Bank of Utah, N.A., as trustee.

WHEREAS, Itel Corporation ("Itel"), as successor in interest to SSI Rail Corp., and First Security Bank of Utah, N.A., as trustee, are parties to a certain equipment trust agreement dated as of February 1, 1978, which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303 on March 21, 1978 (as amended, the "1978 Series 2 Equipment Trust") and given Recordation No. 9291; and

WHEREAS, Itel, as successor in interest to SSI Rail Corp., and First Security Bank of Utah, N.A., as trustee, are parties to a certain equipment trust agreement dated as of November 1, 1978, which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303 on December 22, 1978 (as amended, the "1978 Series 3 Equipment Trust") and given Recordation No. 9932; and

WHEREAS, the 1978 Series 2 Equipment Trust and 1978 Series 3 Equipment Trust (collectively, the "Terminated Trusts") have been consolidated, amended and restated in the Consolidated, Amended, and Restated Equipment Trust Agreement dated as of January 1, 1982, as amended (as amended, the "ETC Modification Agreement") among First Security Bank of Utah, N.A., as Trustee ("Trustee"); Itel and Itel Rail, which ETC Modification Agreement was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303 on September 30, 1983 and given Recordation No. 14165; and

WHEREAS, Itel Rail is successor in interest to Itel Corporation, Rail Division, pursuant to Itel's Amended Plan of Reorganization which became effective on September 19, 1983; and

WHEREAS, pursuant to the ETC Modification Agreement, the Trustee holds title to certain units of Trust Equipment (as defined in the ETC Modification Agreement) as trustee for the benefit of the Holders of 1978 Series 2 Amended Trust Certificates and 1978 Series 3 Amended Trust Certificates (all as defined in the ETC Modification Agreement) (collectively, the "Exchanged Certificates"); and

WHEREAS, Itel and Itel Rail have assigned to the Trustee their rights under certain leases, subleases, Leases, Subleases

(as defined in the ETC Modification Agreement) and amendments thereto as collateral security for the payment and performance of Itel Rail's obligations under the ETC Modification Agreement with respect to the 1978 Series 2 Amended Series Trust and 1978 Series 3 Amended ETC Series Trust (all as defined in the ETC Modification Agreement) (collectively, the "Terminated ETC Series Trusts") and the Terminated Trusts; and

WHEREAS, the Trustee has received from each Holder of Exchanged Certificates a direction to release to Itel Rail all equipment, property, rights and instruments in the Terminated ETC Series Trust(s) and Terminated Trust(s) in which such Holder holds an interest; and

WHEREAS, Itel Rail and Trustee are parties to a Release and Assignment of Collateral and Termination of Trusts (the "First Release"), dated as of September 30, 1986, pursuant to which five of the seven trusts, namely the 1976 Series 1 Amended ETC Series Trust, 1977 Series 1 Amended ETC Series Trust, 1977 Series 2 Amended ETC Series Trust, 1978 Series 1 Amended ETC Series Trust and 1978 Series 4 Amended ETC Series Trust (all as defined in the First Release), which were originally consolidated into the ETC Modification Agreement, were released.

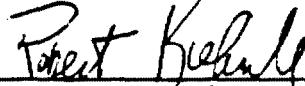
NOW, THEREFORE, in consideration of the premises, the parties hereby agree as follows:

1. The Trustee hereby releases and conveys to Itel Rail all right, title, estate and interest which it has or may have in and to: (i) the equipment set forth on Schedule A hereto, and any other equipment which it holds under the ETC Modification Agreement with respect to the Terminated Trusts and Terminated ETC Series Trusts (the "Released Equipment"), and (ii) all leases, subleases, Leases and Subleases thereto set forth in Exhibit B hereto and all amendments thereto, to the extent they relate to Released Equipment, and any other leases, subleases, Leases, Subleases and amendments thereto that were assigned to the Trustee as collateral security for the payment and performance of Itel Rail's obligations under the ETC Modification Agreement with respect to the Terminated Trusts and Terminated ETC Series Trusts (the "Released Instruments").
2. All right, title, estate and interest which the Trustee has or may have in and to the Released Equipment and the Released Instruments is hereby vested in Itel Rail.
3. The Trustee represents that the Released Equipment and Released Instruments are free and clear of any lien, claim, security interest, pledge or encumbrance of any kind or description granted by the Trustee.

4. The Trustee will, at Itel Rail's expense, from time to time, do and perform any other act and will execute and acknowledge, and will deliver and file, register, deposit, and record (and will refile, reregister, rerecord, or redeposit whenever required) any and all further instruments required by law or reasonably requested and prepared by Itel Rail in order to release or convey to Itel Rail any interests which the Trustee has or may have in the Released Equipment and Released Instruments.
5. Each of the Terminated Trusts and Terminated ETC Series Trusts is hereby terminated and extinguished except to the extent that the provisions of any of them expressly provide for the survival of any obligations thereunder after the termination thereof.
6. The ETC Modification Agreement is hereby terminated and extinguished except to the extent that the provisions of the ETC Modification Agreement expressly provide for the survival of any obligations thereunder after the termination thereof.
7. This Release shall be governed by the laws of the State of New York, but the parties shall be entitled to all rights conferred by the laws of the United States permitting filing with the Interstate Commerce Commission.

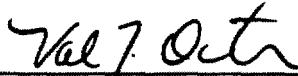
IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed in their respective names by officers thereunto duly authorized, all as of the date first above written.

ITEL RAIL CORPORATION



Robert C. Kiehnle  
Vice President-Finance

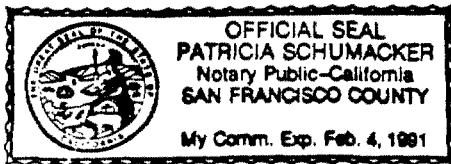
FIRST SECURITY BANK OF UTAH, N.A.,  
AS TRUSTEE



Val J. Oehr  
Authorized Officer

STATE OF CALIFORNIA                          )  
    ) ss.  
COUNTY OF SAN FRANCISCO )

On this 21 day of October, 1988, before me personally appeared Robert C. Kiehnle, to me personally known, who being by me duly sworn says that he is Vice President-Finance of Itel Rail Corporation, that the foregoing Release was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing Release was the free act and deed of said corporation.



Patricia Schumacker  
Notary Public

STATE OF Utah                                  )  
    ) ss.  
COUNTY OF Salt Lake                            )

On this 13 day of December, 1988, before me personally appeared Val T. Orton, to me personally known, who being by me duly sworn says that such person is Asst. Vice President of First Security Bank of Utah, N.A., that the foregoing Release was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing Release was the free act and deed of said corporation.

Edith W. Ogilvie  
Notary Public  
Commission expires 10-26-89

## Schedule A

1978 SERIES 2 ETC SERIES TRUST  
 Filed Under ICC Recordation No. 9291  
 on March 21, 1978

Trust Equipment as of 8-18-88	Number of Cars	Type of Car
ALM 1101	1	XM
ALM 1500-1575	98	XM
ALM 1577		
ALM 1579-1599		
AN 2101	1	XM
AN 2202-2240	39	XM
AN 5550-5599	50	XM
AN 5815-5860	46	XM
ASAB 7200-7230	97	XM
ASAB 7232-7259		
ASAB 7261-7282		
ASAB 7284-7299		
ASAB 7449-7463	15	XM
ASAB 7464-7487	24	XM
ASAB 7488-7499	12	XM
ASAB 7500-7502	3	XM
BN 377300-377343	98	XM
BN 377345-377392		
BN 377394-377399		
CC 12-15	25	XM
CC 28-32		
CC 35-50		
CCR 6000-6049	50	XM
CCR 6390-6399	10	XM

Schedule A

1978 SERIES 2 ETC SERIES TRUST  
Filed Under ICC Recordation No. 9291  
on March 21, 1978

<u>Trust Equipment</u>	<u>Number</u>	<u>Type</u>
<u>as of 8-18-88</u>	<u>of Cars</u>	<u>of Car</u>
CCR 6806-6814	59	XM
CCR 6818-6829		
CCR 6834-6839		
CCR 6841-6850		
CCR 6853		
CCR 6860-6880		
  CIRR 95001-95050	50	XM
  COP 7204-7205	70	XM
COP 7208		
COP 7213		
COP 7215		
COP 7218		
COP 7220-7221		
COP 7224-7225		
COP 7228		
COP 7232		
COP 7235		
COP 7241		
COP 7245		
COP 7247		
COP 7250		
COP 7252		
COP 7257-7258		
COP 7260		
COP 7265		
COP 7268-7269		
COP 7272		
COP 7274		
COP 7277-7279		
COP 7285-7286		
COP 7290		
COP 7293		
COP 7295		
COP 7297		
COP 7299-7300		
COP 7303		
COP 7308-7309		
COP 7311		
COP 7314		
COP 7317		
COP 7319		

Schedule A

1978 SERIES 2 ETC SERIES TRUST  
Filed Under ICC Recordation No. 9291  
on March 21, 1978

Trust Equipment as of 8-18-88	Number of Cars	Type of Car
COP 7327		
COP 7329		
COP 7335		
COP 7338		
COP 7341-7342		
COP 7344		
COP 7346		
COP 7349		
COP 7351		
COP 7353		
COP 7359		
COP 7365		
COP 7367		
COP 7369		
COP 7371		
COP 7375-7376		
COP 7382		
COP 7384-7387		
COP 7389		
COP 7392		
COP 7400		
GBW 8051-8111	145	XM
GBW 8113-8176		
GBW 8178-8197		
GMRC 750-771	48	XM
GMRC 773-794		
GMRC 796-799		
HS 4001	26	XM
HS 4003		
HS 4005		
HS 4008-4012		
HS 4033-4034		
HS 4036		
HS 4044		
HS 4052-4053		
HS 4056		
HS 4061		
HS 4070		
HS 4076		

Schedule A

1978 SERIES 2 ETC SERIES TRUST  
Filed Under ICC Recordation No. 9291  
on March 21, 1978

<u>Trust Equipment as of 8-18-88</u>	<u>Number of Cars</u>	<u>Type of Car</u>
HS 4078		
HS 4082		
HS 4089-4090		
HS 4092-4093		
HS 4095		
HS 4099		
HS 70101-70150	50	XM
KCS 755001	44	XM
KCS 755010		
KCS 755028		
KCS 755036		
KCS 755044		
KCS 755052		
KCS 755061		
KCS 755087		
KCS 755095		
KCS 755109		
KCS 755117		
KCS 755125		
KCS 755133		
KCS 755141		
KCS 755150		
KCS 755168		
KCS 755176		
KCS 755184		
KCS 755192		
KCS 755206		
KCS 755214		
KCS 755222		
KCS 755231		
KCS 755257		
KCS 755265		
KCS 755273		
KCS 755281		
KCS 755290		
KCS 755303		
KCS 755311		
KCS 755338		
KCS 755346		
KCS 755354		
KCS 755362		
KCS 755371		

Schedule A

1978 SERIES 2 ETC SERIES TRUST  
 Filed Under ICC Recordation No. 9291  
 on March 21, 1978

<u>Trust Equipment</u>	<u>Number</u>	<u>Type</u>
<u>as of 8-18-88</u>	<u>of Cars</u>	<u>of Car</u>
KCS 755389		
KCS 755397		
KCS 755401		
KCS 755419		
KCS 755427		
KCS 755435		
KCS 755443		
KCS 755451		
KCS 755460		
LEF 2500-2579	80	HT
MB 4006-4018	90	XM
MB 4020-4051		
MB 4053-4067		
MB 4069-4095		
MB 4097-4099		
MB 4100-4150	50	XM
MDW 10300-10363	64	XM
MTW 4300-4318	94	XM
MTW 4320-4324		
MTW 4326-4332		
MTW 4334-4353		
MTW 4355-4380		
MTW 4382		
MTW 4384-4399		
MTW 8049-8050	2	XM
MR 1010	94	XM
MR 1012		
MR 1014		
MR 1016		
MR 1018		
MR 1030		
MR 1032		
MR 1034		

Schedule A

1978 SERIES 2 ETC SERIES TRUST  
Filed Under ICC Recordation No. 9291  
on March 21, 1978

<u>Trust Equipment as of 8-18-88</u>	<u>Number of Cars</u>	<u>Type of Car</u>
MR 1036		
MR 1038		
MR 1050		
MR 1052		
MR 1054		
MR 1056		
MR 1058		
MR 1070		
MR 1072		
MR 1074		
MR 1076		
MR 1078		
MR 1090		
MR 1092		
MR 1094		
MR 1096		
MR 1210		
MR 1212		
MR 1214		
MR 1216		
MR 1218		
MR 1230		
MR 1232		
MR 1234		
MR 1236		
MR 1238		
MR 1252		
MR 1254		
MR 1256		
MR 1258		
MR 1270		
MR 1272		
MR 1274		
MR 1276		
MR 1278		
MR 1292		
MR 1294		
MR 1296		
MR 1298		
MR 1410		
MR 1412		
MR 1414		
MR 1416		
MR 1418		
MR 1430		

## Schedule A

1978 SERIES 2 ETC SERIES TRUST  
Filed Under ICC Recordation No. 9291  
on March 21, 1978

<u>Trust Equipment</u>	<u>Number</u>	<u>Type</u>
<u>as of 8-18-88</u>	<u>of Cars</u>	<u>of Car</u>
MR 1432		
MR 1434		
MR 1436		
MR 1438		
MR 1450		
MR 1454		
MR 1456		
MR 1458		
MR 1470		
MR 1472		
MR 1474		
MR 1276		
MR 1478		
MR 1490		
MR 1492		
MR 1494		
MR 1496		
MR 1498		
MR 1610		
MR 1612		
MR 1614		
MR 1616		
MR 1618		
MR 1630		
MR 1632		
MR 1634		
MR 1636		
MR 1638		
MR 1650		
MR 1652		
MR 1654		
MR 1656		
MR 1658		
MR 1670		
MR 1672		
MR 1674		
MR 1676		
MR 1690		
MR 1694		
MR 1696		
MR 1698		
MR 2400-2405	6	XM
MR 4081	2	XM

## Schedule A

1978 SERIES 2 ETC SERIES TRUST  
Piled Under ICC Recordation No. 9291  
on March 21, 1978

Trust Equipment as of 8-18-88	Number of Cars	Type of Car
MR 4084		
MR 8050-8052	38	XM
MR 8054-8057		
MR 8059-8089		
MR 11100-11169	70	XM
MR 7000	13	XM
MR 7004-7005		
MR 7007-7008		
MR 7010		
MR 7012		
MR 7018-7020		
MR 7022-7024		
MR 7040-7074	35	XM
MR 7081-7134	78	XM
MR 7153-7176		
MSE 800-855	97	XM
MSE 857-873		
MSE 876-899		
MSE 900-914	97	XM
MSE 916-919		
MSE 921-969		
MSE 971-999		
MSE 1800-1834	48	XM
MSE 1836-1848		
NLG 5101-5105	289	XM
NLG 5107-5158		
NLG 5160-5161		
NLG 5163-5217		
NLG 5219-5288		
NLG 5290-5324		
NLG 5326-5371		
NLG 5373-5375		
NLG 5377-5382		
NLG 5384-5390		

## Schedule A

1978 SERIES 2 ETC SERIES TRUST  
 Filed Under ICC Recordation No. 9291  
 on March 21, 1978

<u>Trust Equipment as of 8-18-88</u>	<u>Number of Cars</u>	<u>Type of Car</u>
NLG 5392-5396		
NLG 5398-5400		
NLG 5601-5624	49	XM
NLG 5626-5650		
NLG 5651-5665	15	XM
<hr/>		
NOPB 3100	49	XM
NOPB 3103-3104		
NOPB 3106-3115		
NOPB 3119		
NOPB 3121		
NOPB 3123		
NOPB 3125-3126		
NOPB 3132		
NOPB 3134-3137		
NOPB 3139-3140		
NOPB 3143-3145		
NOPB 3148-3149		
NOPB 3157		
NOPB 3160		
NOPB 3163		
NOPB 3165-3166		
NOPB 3171-3172		
NOPB 3174-3175		
NOPB 3179-3180		
NOPB 3183-3185		
NOPB 3189-3190		
NOPB 3193		
NOPB 3197-3198		
<hr/>		
NOPB 3200	52	XM
NOPB 3204		
NOPB 3206-3209		
NOPB 3211-3212		
NOPB 3214		
NOPB 3216-3217		
NOPB 3219		
NOPB 3222-3223		
NOPB 3226-3228		
NOPB 3230		
NOPB 3236		
NOPB 3239		

Schedule A

1978 SERIES 2 ETC SERIES TRUST  
Filed Under ICC Recordation No. 9291  
on March 21, 1978

Trust Equipment <u>as of 8-18-88</u>	Number of Cars	Type of Car
NOPB 3241		
NOPB 3243		
NOPB 3245		
NOPB 3247		
NOPB 3249		
NOPB 3252-3255		
NOPB 3258		
NOPB 3260		
NOPB 3263-3269		
NOPB 3272		
NOPB 3275-3276		
NOPB 3278-3279		
NOPB 3281		
NOPB 3284-3285		
NOPB 3287		
NOPB 3291-3292		
NOPB 3295		
NOPB 3298-3299		
NOPB 3401-3403	69	XM
NOPB 3405		
NOPB 3407-3409		
NOPB 3411-3412		
NOPB 3416		
NOPB 3418-3421		
NOPB 3426		
NOPB 3428-3430		
NOPB 3432		
NOPB 3434-3436		
NOPB 3438-3439		
NOPB 3441		
NOPB 3443-3451		
NOPB 3455-3457		
NOPB 3459		
NOPB 3461-3475		
NOPB 3479		
NOPB 3482-3486		
NOPB 3488-3489		
NOPB 3492-3495		
NOPB 3497-3499		
PHD 2000-2022	192	XM
PHD 2024-2037		
PHD 2039-2051		

## Schedule A

**1978 SERIES 2 ETC SERIES TRUST**  
**Filed Under ICC Recordation No. 9291**  
**on March 21, 1978**

<b>Trust Equipment as of 8-18-88</b>	<b>Number of Cars</b>	<b>Type of Car</b>
PHD 2053-2059		
PHD 2061-2093		
PHD 2095-2119		
PHD 2121		
PHD 2123-2185		
PHD 2187-2199		
QC 76000-76046	74	XM
QC 76048-76074		
QC 76075-76101	79	XM
QC 76103-76113		
QC 76116-76156		
QC 76174	1	XM
QC 76257-76293	42	XM
QC 76295-76299		
QC 76300-76312	50	XM
QC 76314-76350		
SRN 3550-3649	100	XM
SRN 5300-5349	50	XM
SSIX 1000-1012	93	SEM
SSIX 1014-1015		
SSIX 1017-1026		
SSIX 1028		
SSIX 1030-1044		
SSIX 1046-1075		
SSIX 1077-1080		
SSIX 1082-1099		
TASD 77112-77113	162	XM
TASD 77115		
TASD 77119		
TASD 77121-77127		
TASD 77129-77137		
TASD 77139-77157		

## Schedule A

1978 SERIES 2 ETC SERIES TRUST  
 Filed Under ICC Recordation No. 9291  
 on March 21, 1978

Trust Equipment <u>as of 8-18-88</u>	Number of Cars	Type of Car
TASD 77159-77160		
TASD 77162-77168		
TASD 77170-77172		
TASD 77174-77180		
TASD 77182-77192		
TASD 77194-77197		
TASD 77199-77208		
TASD 77210-77220		
TASD 77222-77224		
TASD 77226-77229		
TASD 77231		
TASD 77233-77234		
TASD 77236-77239		
TASD 77241-77244		
TASD 77246-77256		
TASD 77258		
TASD 77260-77274		
TASD 77276-77286		
TASD 77288-77289		
TASD 77291-77300		
TASD 78001-78011	296	XM
TASD 78013-78056		
TASD 78058-78079		
TASD 78081-78083		
TASD 78085-78300		
TASD 78303-78305	53	XM
TASD 78309-78310		
TASD 78313		
TASD 78320		
TASD 78322		
TASD 78325		
TASD 78329-78331		
TASD 78334		
TASD 78337		
TASD 78339-78342		
TASD 78348-78350		
TASD 78354		
TASD 78356		
TASD 78360		
TASD 78368		
TASD 78370		
TASD 78381-78382		
TASD 78384		

## Schedule A

1978 SERIES 2 ETC SERIES TRUST  
 Filed Under ICC Recordation No. 9291  
 on March 21, 1978

<u>Trust Equipment</u> <u>as of 8-18-88</u>	<u>Number</u> <u>of Cars</u>	<u>Type</u> <u>of Car</u>
TASD 78390		
TASD 78398		
TASD 78404		
TASD 78408		
TASD 78410		
TASD 78414		
TASD 78423-78425		
TASD 78428		
TASD 78434		
TASD 78442-78443		
TASD 78449		
TASD 78464-78466		
TASD 78471		
TASD 78473-78474		
TASD 78488		
TASD 78490		
TASD 78496		
TASD 78504	29	XM
TASD 78508		
TASD 78511		
TASD 78516		
TASD 78518		
TASD 78522		
TASD 78524		
TASD 78527		
TASD 78533		
TASD 78535		
TASD 78538		
TASD 78544		
TASD 78547		
TASD 78551-78453		
TASD 78554-78555		
TASD 78558-78561		
TASD 78563		
TASD 78568		
TASD 78575		
TASD 78581		
TASD 78586		
TASD 78590		
TASD 78595		
TASD 78599-78600		

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TM 3000-3001	83	XM
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Schedule A

1978 SERIES 2 ETC SERIES TRUST  
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<u>Trust Equipment</u>	<u>Number</u>	<u>Type</u>
<u>as of 8-18-88</u>	<u>of Cars</u>	<u>of Car</u>
TM 3003		
TM 3009-3010		
TM 3012-3014		
TM 3016		
TM 3018		
TM 3020-3021		
TM 3027-3028		
TM 3031		
TM 3035		
TM 3037-3039		
TM 3042-3043		
TM 3045-3046		
TM 3048-3049		
TM 3051		
TM 5054		
TM 3058-3060		
TM 3062-3065		
TM 3068		
TM 3074-3076		
TM 3079-3080		
TM 3082		
TM 3084-3085		
TM 3087-3090		
TM 3092-3094		
TM 3097-3105		
TM 3107-3109		
TM 3112-3113		
TM 3115		
TM 3117-3120		
TM 3123-3124		
TM 3131		
TM 3135		
TM 3137-3140		
TM 3142-3143		
TM 3145-3146		
TM 3148-3149		
VSO 6200-6249	50	XM
VSO 6350-6399	50	XM

Total Cars: 3,941

## Schedule A

1978 SERIES 3 ETC SERIES TRUST  
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<u>Trust Equipment as of 8-18-88</u>		<u>Number of Cars</u>	<u>Type of Car</u>
AHW	105525	1	FC
ALM	1250-1278	29	XM
ALM	1600-1624	25	XM
AN	5600-5644	195	XM
AN	5646-5648		
AN	5650-5713		
AN	5715-5734		
AN	5736-5740		
AN	5742-5799		
AN	5800-5814	15	XM
AN	5861	14	XM
AN	5863-5875		
BAR	9700-9718	113	XM
BAR	9794-9888		
BN	377000-377009	122	XP
BN	377011-377119		
BN	377121-377123		
CCR	6650-6699	50	XM
CCR	6700-6720	99	XM
	6722-6799		
CCR	6800-6802	3	XM
CCR	6803-6805	3	XM
CCR	6881-6905	25	XM
COER	100000-100001	30	FC
COER	100003-100030		

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1978 SERIES 3 ETC SERIES TRUST  
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Trust Equipment as of 8-18-88	Number of Cars	Type of Car
COER 250004	22	FC
COER 250008		
COER 250011		
COER 250017		
COER 250022		
COER 250027		
COER 250032-250035		
COER 250037		
COER 250039		
COER 250044		
COER 250052		
COER 250054-250055		
COER 250063		
COER 250065		
COER 250067		
COER 250073-250074		
DTI 90000	157	FC
DTI 90003-90005		
DTI 90007-90008		
DTI 90010		
DTI 90012-90014		
DTI 90016		
DTI 90018-90019		
DTI 90022		
DTI 90025-90026		
DTI 90028-90031		
DTI 90034-90036		
DTI 90039		
DTI 90041-90045		
DTI 90048-90050		
DTI 90053-90058		
DTI 90060-90062		
DTI 90068-90072		
DTI 90074		
DTI 90076-90077		
DTI 90079-90083		
DTI 90086		
DTI 90089-90092		
DTI 90094		
DTI 90096		
DTI 90098		
DTI 90102-90107		
DTI 90110		

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Trust Equipment as of 8-18-88	Number of Cars	Type of Car
DTI 90112-90115		
DTI 90117		
DTI 90121-90122		
DTI 90125-90126		
DTI 90128		
DTI 90132-90135		
DTI 90137		
DTI 90139-90142		
DTI 90144-90148		
DTI 90150-90151		
DTI 90154		
DTI 90157-90163		
DTI 90165		
DTI 90167-90172		
DTI 90175-90176		
DTI 90178		
DTI 90180-90182		
DTI 90184-90189		
DTI 90191-90194		
DTI 90197-90198		
DTI 90200-90206		
DTI 90208-90210		
DTI 90212-90219		
DTI 90221-90224		
DTI 90228-90234		
EACH 4010	12	XP
EACH 4021-4022		
EACH 4088		
EACH 4103		
EACH 4105		
EACH 4113-4115		
EACH 4120		
EACH 4124		
EACH 4131		
EACH 4138		
GBW 7000-7049	50	XM
GBW 8302-8303	34	XM
GBW 8306		
GBW 8317		
GBW 8319		

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1978 SERIES 3 ETC SERIES TRUST  
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Trust Equipment as of 8-18-88	Number of Cars	Type of Car
GBW 8323-8324		
GBW 8330-8331		
GBW 8333-8334		
GBW 8337		
GBW 8343-8344		
GBW 8346		
GBW 8348		
GBW 8353		
GBW 8357		
GBW 8362		
GBW 8364-8366		
GBW 8373-8374		
GBW 8377		
GBW 8379		
GBW 8385		
GBW 8389		
GBW 8392		
GBW 8395		
GBW 8399		
GBW 8402		
GBW 8413		
GBW 8419		
GBW 10000-10001	24	XP
GBW 10003-10024		
GBW 10026-10049	24	XP
GBW 10050-10098	49	XP
GMSR 40401-40439	40	XM
IAIS 902100-902124	25	FC
IAIS 902125-902143	74	FC
IAIS 902145-902199		
KCS 756008	194	XM
KCS 756016		
KCS 756024		
KCS 756032		
KCS 756041		

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<u>Trust Equipment as of 8-18-88</u>	<u>Number of Cars</u>	<u>Type of Car</u>
KCS 756059		
KCS 756067		
KCS 756075		
KCS 756091		
KCS 756105		
KCS 756113		
KCS 756121		
KCS 756130		
KCS 756148		
KCS 756156		
KCS 756164		
KCS 756172		
KCS 756181		
KCS 756199		
KCS 756202		
KCS 756211		
KCS 756229		
KCS 756237		
KCS 756245		
KCS 756253		
KCS 756261		
KCS 756270		
KCS 756288		
KCS 756296		
KCS 756300		
KCS 756318		
KCS 756326		
KCS 756334		
KCS 756342		
KCS 756351		
KCS 756369		
KCS 756377		
KCS 756385		
KCS 756393		
KCS 756407		
KCS 756415		
KCS 756423		
KCS 756431		
KCS 756440		
KCS 756458		
KCS 756466		
KCS 756474		
KCS 756482		
KCS 756491		
KCS 756504		

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1978 SERIES 3 ETC SERIES TRUST  
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on December 22, 1978

Trust Equipment as of 8-18-88	Number of Cars	Type of Car
KCS 756521		
KCS 756539		
KCS 756547		
KCS 756555		
KCS 756563		
KCS 756580		
KCS 756598		
KCS 756601		
KCS 756610		
KCS 756628		
KCS 756636		
KCS 756644		
KCS 756652		
KCS 756661		
KCS 756679		
KCS 756687		
KCS 756695		
KCS 756709		
KCS 756717		
KCS 756725		
KCS 756733		
KCS 756741		
KCS 756750		
KCS 756768		
KCS 756776		
KCS 756784		
KCS 756792		
KCS 756806		
KCS 756814		
KCS 756822		
KCS 756831		
KCS 756849		
KCS 756857		
KCS 756865		
KCS 756873		
KCS 756881		
KCS 756890		
KCS 756903		
KCS 756911		
KCS 756920		
KCS 756938		
KCS 756946		
KCS 756954		
KCS 756962		
KCS 756971		

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<u>Trust Equipment</u> <u>as of 8-18-88</u>	<u>Number</u> <u>of Cars</u>	<u>Type</u> <u>of Car</u>
KCS 756989		
KCS 756997		
KCS 757004		
KCS 757012		
KCS 757021		
KCS 757039		
KCS 757047		
KCS 757055		
KCS 757063		
KCS 757071		
KCS 757080		
KCS 757098		
KCS 757101		
KCS 757110		
KCS 757128		
KCS 757144		
KCS 757152		
KCS 757161		
KCS 757179		
KCS 757187		
KCS 757195		
KCS 757209		
KCS 757217		
KCS 757233		
KCS 757241		
KCS 757250		
KCS 757268		
KCS 757276		
KCS 757284		
KCS 757292		
KCS 757306		
KCS 757314		
KCS 757322		
KCS 757331		
KCS 757349		
KCS 757357		
KCS 757365		
KCS 757373		
KCS 757381		
KCS 757403		
KCS 757411		
KCS 757420		
KCS 757438		
KCS 757446		
KCS 757454		

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Trust Equipment <u>as of 8-18-88</u>	Number of Cars	Type of Car
KCS 757462		
KCS 757471		
KCS 757489		
KCS 757497		
KCS 757501		
KCS 757519		
KCS 757527		
KCS 757535		
KCS 757543		
KCS 757551		
KCS 757560		
KCS 757578		
KCS 757586		
KCS 757594		
KCS 757608		
KCS 757616		
KCS 757624		
KCS 757632		
KCS 757641		
KCS 757659		
KCS 757667		
KCS 757675		
KCS 757683		
KCS 757691		
KCS 757705		
KCS 757713		
KCS 757721		
KCS 757730		
KCS 757748		
KCS 757756		
KCS 757764		
KCS 757772		
KCS 757781		
KCS 757799		
KCS 757802		
KCS 757811		
KCS 757829		
KCS 757837		
KCS 757845		
KCS 757853		
KCS 757861		
KCS 757870		
KCS 757888		
KCS 757896		
KCS 757900		

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<u>Trust Equipment</u> <u>as of 8-18-88</u>	<u>Number</u> <u>of Cars</u>	<u>Type</u> <u>of Car</u>
KCS 757918		
KCS 757926		
KCS 757934		
KCS 757942		
KCS 757951		
KCS 757969		
KCS 757977		
KCS 757985		
KCS 757993		
MDW 2060	25	XM
MDW 2062-2075		
MDW 2077-2086		
MDW 10299	1	XM
MDW 10364-10414	51	XM
MSRC 4000-4027	28	XM
MSRC 4300-4399	100	XM
MTW 1100-1116	17	XM
NLG 5801-5824	98	XM
NLG 5826-5842		
NLG 5844-5900		
NLG 7150-7167	28	XM
NLG 7169-7175		
NLG 7177-7179		
NOPB 3550	305	XM
NOPB 3552-3556		
NOPB 3558-3572		
NOPB 3575-3577		
NOPB 3579-3586		
NOPB 3589		
NOPB 3591		
NOPB 3593-3596		

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<u>Trust Equipment</u> <u>as of 8-18-88</u>	<u>Number</u> <u>of Cars</u>	<u>Type</u> <u>of Car</u>
NOPB 3598-3601		
NOPB 3604-3606		
NOPB 3608		
NOPB 3611-3615		
NOPB 3617-3621		
NOPB 3627-3630		
NOPB 3632-3633		
NOPB 3635-3636		
NOPB 3638-3643		
NOPB 3646		
NOPB 3648-3649		
NOPB 3651-3655		
NOPB 3657-3664		
NOPB 3666		
NOPB 3668-3672		
NOPB 3675-3678		
NOPB 3680-3681		
NOPB 3684-3686		
NOPB 3688-3689		
NOPB 3691-3693		
NOPB 3695		
NOPB 3697-3698		
NOPB 3700		
NOPB 3703		
NOPB 3706-3708		
NOPB 3710		
NOPB 3712-3723		
NOPB 3725-3726		
NOPB 3728-3730		
NOPB 3734-3739		
NOPB 3741-3748		
NOPB 3750-3755		
NOPB 3757-3764		
NOPB 3766-3770		
NOPB 3772-3774		
NOPB 3777		
NOPB 3779		
NOPB 3781		
NOPB 3784		
NOPB 3787		
NOPB 3789		
NOPB 3791-3792		
NOPB 3796		
NOPB 3806		
NOPB 3810		

## Schedule A

1978 SERIES 3 ETC SERIES TRUST  
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Trust Equipment as of 8-18-88	Number of Cars	Type of Car
NOPB 3813		
NOPB 3816-3817		
NOPB 3821		
NOPB 3824		
NOPB 3838		
NOPB 3842-3843		
NOPB 3846		
NOPB 3850-3851		
NOPB 3856-3858		
NOPB 3868		
NOPB 3870		
NOPB 3878		
NOPB 3885		
NOPB 3893		
NOPB 3907		
NOPB 3918		
NOPB 3922		
NOPB 3927		
NOPB 3933		
NOPB 3940		
NOPB 3942-3943		
NOPB 3945-3946		
NOPB 3953		
NOPB 3956		
NOPB 3961-3964		
NOPB 3966		
NOPB 3971		
NOPB 3975		
NOPB 3979-3980		
NOPB 3982-3991		
NOPB 3993		
NOPB 3995-3997		
NOPB 4000-4004		
NOPB 4007		
NOPB 4010-4011		
NOPB 4013-4017		
NOPB 4020		
NOPB 4022		
NOPB 4024-4027		
NOPB 4029-4031		
NOPB 4033-4036		
NOPB 4038		
NOPB 4042-4047		
NOPB 4050-4051		
NOPB 4053		

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Trust Equipment as of 8-18-88	Number of Cars	Type of Car
NOPB 4055-4059		
NOPB 4061-4063		
NOPB 4065-4066		
NOPB 4068-4069		
NOPB 4071-4073		
NOPB 4075-4076		
NOPB 4078-4079		
NOPB 4081-4088		
NOPB 4090-4094		
NOPB 4096-4099		
PHD 3000-3034	35	XP
PHD 4000-4024	25	XP
PHD 5000-5024	38	XL
PHD 5026		
PHD 5028-5039		
QC 77198-77249	52	XM
SFLC 902000-902036	691	FC
SFLC 902038-902086		
SFLC 902088-902099		
SFLC 902100-902108		
SFLC 902110-902127		
SFLC 902129-902141		
SFLC 902143-902144		
SFLC 902146-902153		
SFLC 902157-902158		
SFLC 902160-902169		
SFLC 902171		
SFLC 902173		
SFLC 902175-902181		
SFLC 902183-902185		
SFLC 902187		
SFLC 902189-902191		
SFLC 902193		
SFLC 902195-902199		
SFLC 902201-902202		
SFLC 902204-902223		
SFLC 902225		

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Trust Equipment as of 8-18-88	Number of Cars	Type of Car
SFLC 902227-902228		
SFLC 902230		
SFLC 902232-902235		
SFLC 902237-902238		
SFLC 902240-902241		
SFLC 902243-902244		
SFLC 902246-902299		
SFLC 902300-902329		
SFLC 902331-902356		
SFLC 902358-902399		
SFLC 902400-902457		
SFLC 902459-902480		
SFLC 902482-902499		
SFLC 902500-902599		
SFLC 902600-902635		
SFLC 902637-902666		
SFLC 902668-902678		
SFLC 902680-902699		
SFLC 902700-902719		
SFLC 902721-902724		
SOO 54694-54734	272	FC
SOO 54736-54747		
SOO 54749-54815		
SOO 54817-54843		
SOO 54845-54969		
SRN 5400-5450	51	XM
TM 3150-3299	32	XM

Total Cars: 3,277

## Schedule B

**1978 SERIES 2 ETC SERIES TRUST**  
**Filed Under ICC Recordation No. 9291**  
**On March 21, 1978**

Lessee/Sublessee Equipment No.	No. of Cars	Car Type	(Sub)Lease Date	Recordation Number	Date Filed
<b><u>Apalachicola Northern Railroad</u></b>					
AN 2101	1	XM	10-15-84	14594	03-18-85
AN 2202-2240	39	XM			
AN 5815-5860	46	XM			
AN 5550-5599	50	XM	01-25-77	8796	04-27-77
<b><u>Arkansas and Louisiana Missouri Railroad</u></b>					
ALM 1101	1	XM	06-14-77	9049	10-21-77
ALM 1500-1575	98	XM			
ALM 1577					
ALM 1579-1599					
<b><u>Atlanta and Saint Andrews Bay Railway</u></b>					
ASAB 7200-7230	97	XM	05-05-78	9703	09-22-78
ASAB 7232-7259					
ASAB 7261-7282					
ASAB 7284-7299					
ASAB 7449-7463	15	XM			
ASAB 7464-7487	24	XM			
ASAB 7488-7499	12	XM			
ASAB 7500-7502	3	XM			
<b><u>Burlington Northern Railroad</u></b>					
BN 377300-377343	98	XM	05-01-85	14766	08-07-85
BN 377345-377392					
BN 377394-377399					

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1978 SERIES 2 ETC SERIES TRUST  
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 On March 21, 1978

Lessee/Sublessee Equipment No.	No. of Cars	Car Type	(Sub)Lease Date	Recordation Number	Date Filed
<u>Canadian Pacific Railroad</u>					
QC 76000-76046	74	XM	10-01-85	14810	10-15-85
QC 76048-76074					
<u>Chattahoochee Industrial Railroad</u>					
CIRR 95001-95050	50	XM	02-14-77	8770-A	04-01-77
<u>Chicago, Central &amp; Pacific Railroad</u>					
CC 12-15	25	XM	12-19-84	15170	02-19-87
CC 28-32					
CC 35-50					
<u>City of Prineville Railroad</u>					
COP 7204-7205	70	XM	04-26-77	8896	07-20-77
COP 7208					
COP 7213					
COP 7215					
COP 7218					
COP 7220-7221					
COP 7224-7225					
COP 7228					
COP 7232					
COP 7235					
COP 7241					
COP 7245					
COP 7247					

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1978 SERIES 2 ETC SERIES TRUST  
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Lessee/Sublessee <u>Equipment No.</u>	No. of Cars	Car Type	(Sub)Lease Date	Recordation Number	Date Filed
COP 7250					
COP 7252					
COP 7257-7258					
COP 7260					
COP 7265					
COP 7268-7269					
COP 7272					
COP 7274					
COP 7277-7279					
COP 7285-7286					
COP 7290					
COP 7293					
COP 7295					
COP 7297					
COP 7299-7300					
COP 7303					
COP 7308-7309					
COP 7311					
COP 7314					
COP 7317					
COP 7319					
COP 7327					
COP 7329					
COP 7335					
COP 7338					
COP 7341-7342					
COP 7344					
COP 7346					
COP 7349					
COP 7351					
COP 7353					
COP 7359					
COP 7365					
COP 7367					
COP 7369					
COP 7371					
COP 7375-7376					
COP 7382					
COP 7384-7387					
COP 7389					
COP 7392					
COP 7400					

## Schedule B

**1978 SERIES 2 ETC SERIES TRUST**  
**Filed Under ICC Recordation No. 9291**  
**On March 21, 1978**

Lessee/Sublessee Equipment No.	No. of Cars	Car Type	(Sub)Lease Date	Recordation Number	Date Filed
<b><u>Corinth and Counce Railroad</u></b>					
CCR 6000-6049	50	XM	04-29-77	8838	05-27-77
CCR 6390-6399	10	XM			
CCR 6806-6814	59	XM			
CCR 6818-6829					
CCR 6834-6839					
CCR 6841-6850					
CCR 6853					
CCR 6860-6880					
<b><u>FMC Corporation</u></b>					
SSIX 1000-1012	93	SEM	12-03-76	10952	10-26-79
SSIX 1014-1015					
SSIX 1017-1026					
SSIX 1028					
SSIX 1030-1044					
SSIX 1046-1075					
SSIX 1077-1080					
SSIX 1082-1099					
<b><u>Green Bay and Western Railroad</u></b>					
GBW 8051-8111	145	XM	04-22-81	13073	04-30-81
GBW 8113-8176					
GBW 8178-8197					
<b><u>Green Mountain Railroad Company</u></b>					
GMRC 750-771	48	XM	01-02-76	9050	10-21-77
GMRC 773-794					
GMRC 796-799					
<b><u>Hartford and Slocumb Railroad Company</u></b>					
HS 4001	26	XM	07-01-75	9168	01-09-78
HS 4003					
HS 4005					

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1978 SERIES 2 ETC SERIES TRUST  
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 On March 21, 1978

<u>Lessee/Sublessee</u>	<u>No. of</u>	<u>Car</u>	<u>(Sub)Lease</u>	<u>Recordation</u>	<u>Date</u>
<u>Equipment No.</u>	<u>Cars</u>	<u>Type</u>	<u>Date</u>	<u>Number</u>	<u>Filed</u>
HS 4008-4012					
HS 4033-4034					
HS 4036					
HS 4044					
HS 4052-4053					
HS 4056					
HS 4061					
HS 4070					
HS 4076					
HS 4078					
HS 4082					
HS 4088-4090					
HS 4092-4093					
HS 4095					
HS 4099					
HS 70101-70150	50	XM	03-26-85	14727	07-09-85

Kansas City Southern Railway

KCS 755001	44	XM	07-17-85	14785	09-11-85
KCS 755010					
KCS 755028					
KCS 755036					
KCS 755044					
KCS 755052					
KCS 755061					
KCS 755087					
KCS 755095					
KCS 755109					
KCS 755117					
KCS 755125					
KCS 755133					
KCS 755141					
KCS 755150					
KCS 755168					
KCS 755176					
KCS 755184					
KCS 755192					
KCS 755206					
KCS 755214					
KCS 755222					
KCS 755231					
KCS 755257					

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<u>Equipment No.</u>	<u>Cars</u>	<u>Type</u>	<u>Date</u>	<u>Number</u>	<u>Filed</u>
KCS 755265					
KCS 755273					
KCS 755281					
KCS 755290					
KCS 755303					
KCS 755311					
KCS 755338					
KCS 755346					
KCS 755354					
KCS 755362					
KCS 755371					
KCS 755389					
KCS 755397					
KCS 755401					
KCS 755419					
KCS 755427					
KCS 755435					
KCS 755443					
KCS 755451					
KCS 755460					

Lake Erie and Franklin Railroad

LEF 2500-2579	80	HT	01-03-77	8668	01-21-77
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Marinette, Tomahawk and Western Railroad

MTW 4300-4318	94	XM	12-23-77	9406	05-26-78
MTW 4320-4324					
MTW 4326-4332					
MTW 4334-4353					
MTW 4355-4380					
MTW 4382					
MTW 4384-4399					
MTW 8049-8050	2	XM			

McCloud River Railroad

MR 1010	94	XM	04-20-77	8819	05-11-77
MR 1012					
MR 1014					

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<u>Equipment No.</u>	<u>Cars</u>	<u>Type</u>	<u>Date</u>	<u>Number</u>	<u>Filed</u>
MR 1016					
MR 1018					
MR 1030					
MR 1032					
MR 1034					
MR 1036					
MR 1038					
MR 1050					
MR 1052					
MR 1054					
MR 1056					
MR 1058					
MR 1070					
MR 1072					
MR 1074					
MR 1076					
MR 1078					
MR 1090					
MR 1092					
MR 1094					
MR 1096					
MR 1210					
MR 1212					
MR 1214					
MR 1216					
MR 1218					
MR 1230					
MR 1232					
MR 1234					
MR 1236					
MR 1238					
MR 1252					
MR 1254					
MR 1256					
MR 1258					
MR 1270					
MR 1272					
MR 1274					
MR 1276					
MR 1278					
MR 1292					
MR 1294					
MR 1296					
MR 1298					
MR 1410					

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Lessee/Sublessee Equipment No.	No. of Cars	Car Type	(Sub)Lease Date	Recordation Number	Date Filed
MR 1412					
MR 1414					
MR 1416					
MR 1418					
MR 1430					
MR 1432					
MR 1434					
MR 1436					
MR 1438					
MR 1450					
MR 1454					
MR 1456					
MR 1458					
MR 1470					
MR 1472					
MR 1474					
MR 1276					
MR 1478					
MR 1490					
MR 1492					
MR 1494					
MR 1496					
MR 1498					
MR 1610					
MR 1612					
MR 1614					
MR 1616					
MR 1618					
MR 1630					
MR 1632					
MR 1634					
MR 1636					
MR 1638					
MR 1650					
MR 1652					
MR 1654					
MR 1656					
MR 1658					
MR 1670					
MR 1672					
MR 1674					
MR 1676					
MR 1690					
MR 1694					
MR 1696					

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MR 1698					
MR 2400-2405	6	XM			
MR 4081	2	XM	04-20-83	14029	05-27-83
MR 4084					
MR 8050-8052	38	XM			
MR 8054-8057					
MR 8059-8089					
MR 11100-11169	70	XM			
MR 7000	13	XM	09-23-83	14569	02-08-85
MR 7004-7005					
MR 7007-7008					
MR 7010					
MR 7012					
MR 7018-7020					
MR 7022-7024					
MR 7040-7074	35	XM			
MR 7081-7134	78	XM			
MR 7153-7176					

Meridian and Bigbee Railroad

MB 4006-4018	90	XM	06-01-77	9702	11-10-77
MB 4020-4051					
MB 4053-4067					
MB 4069-4095					
MB 4097-4099					
MB 4100-4150	50	XM			

MidLouisiana Rail Corporation

NLG 5601-5624	49	XM	09-24-84	14774	08-19-85
NLG 5626-5650					
NLG 5651-5665	15	XM	07-21-77	9703	11-10-77

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NLG 5101-5105	289	XM			
NLG 5107-5158					
NLG 5160-5161					
NLG 5163-5217					
NLG 5219-5288					
NLG 5290-5324					
NLG 5326-5371					
NLG 5373-5375					
NLG 5377-5382					
NLG 5384-5390					
NLG 5392-5396					
NLG 5398-5400					

Minnesota, Dakota and Western Railroad

MDW 10300-10363	64	XM	07-26-78	10129	02-22-79
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Mississippi Export Railroad

MSE 800-855	97	XM	04-25-78	9460	06-27-78
MSE 857-873					
MSE 876-899					
MSE 900-914	97	XM			
MSE 916-919					
MSE 921-969					
MSE 971-999					
MSE 1800-1834	48	XM			
MSE 1836-1848					

New Orleans Public Belt Railroad

NOPB 3100	49	XM	06-17-77	8904	07-26-77
NOPB 3103-3104					
NOPB 3106-3115					
NOPB 3119					
NOPB 3121					
NOPB 3123					
NOPB 3125-3126					
NOPB 3132					
NOPB 3134-3137					

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NOPB 3139-3140					
NOPB 3143-3145					
NOPB 3148-3149					
NOPB 3157					
NOPB 3160					
NOPB 3163					
NOPB 3165-3166					
NOPB 3171-3172					
NOPB 3174-3175					
NOPB 3179-3180					
NOPB 3183-3185					
NOPB 3189-3190					
NOPB 3193					
NOPB 3197-3198					
NOPB 3200	52	XM			
NOPB 3204					
NOPB 3206-3209					
NOPB 3211-3212					
NOPB 3214					
NOPB 3216-3217					
NOPB 3219					
NOPB 3222-3223					
NOPB 3226-3228					
NOPB 3230					
NOPB 3236					
NOPB 3239					
NOPB 3241					
NOPB 3243					
NOPB 3245					
NOPB 3247					
NOPB 3249					
NOPB 3252-3255					
NOPB 3258					
NOPB 3260					
NOPB 3263-3269					
NOPB 3272					
NOPB 3275-3276					
NOPB 3278-3279					
NOPB 3281					
NOPB 3284-3285					
NOPB 3287					
NOPB 3291-3292					
NOPB 3295					
NOPB 3298-3299					

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NOPB 3401-3403	69	XM			
NOPB 3405					
NOPB 3407-3409					
NOPB 3411-3412					
NOPB 3416					
NOPB 3418-3421					
NOPB 3426					
NOPB 3428-3430					
NOPB 3432					
NOPB 3434-3436					
NOPB 3438-3439					
NOPB 3441					
NOPB 3443-3451					
NOPB 3455-3457					
NOPB 3459					
NOPB 3461-3475					
NOPB 3479					
NOPB 3482-3486					
NOPB 3488-3489					
NOPB 3492-3495					
NOPB 3497-3499					

Port Huron and Detroit Railroad

PHD 2000-2022	192	XM	02-22-77	8799	04-27-77
PHD 2024-2037					
PHD 2039-2051					
PHD 2053-2059					
PHD 2061-2093					
PHD 2095-2119					
PHD 2121					
PHD 2123-2185					
PHD 2187-2199					

Sabine River and Northern Railroad

SRN 3550-3649	100	XM	10-19-84	14165-M	12-03-84
SRN 5300-5349	50	XM	12-23-77	9407	05-26-78

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<u>Terminal Railway, Alabama State Docks</u>					
TASD 77112-77113	162	XM	04-04-77	8797	09-27-77
TASD 77115					
TASD 77119					
TASD 77121-77127					
TASD 77129-77137					
TASD 77139-77157					
TASD 77159-77160					
TASD 77162-77168					
TASD 77170-77172					
TASD 77174-77180					
TASD 77182-77192					
TASD 77194-77197					
TASD 77199-77208					
TASD 77210-77220					
TASD 77222-77224					
TASD 77226-77229					
TASD 77231					
TASD 77233-77234					
TASD 77236-77239					
TASD 77241-77244					
TASD 77246-77256					
TASD 77258					
TASD 77260-77274					
TASD 77276-77286					
TASD 77288-77289					
TASD 77291-77300					
TASD 78001-78011	296	XM			
TASD 78013-78056					
TASD 78058-78079					
TASD 78081-78083					
TASD 78085-78300					
TASD 78303-78305	53	XM			
TASD 78309-78310					
TASD 78313					
TASD 78320					
TASD 78322					
TASD 78325					
TASD 78329-78331					
TASD 78334					
TASD 78337					
TASD 78339-78342					

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TASD 78348-78350					
TASD 78354					
TASD 78356					
TASD 78360					
TASD 78368					
TASD 78370					
TASD 78381-78382					
TASD 78384					
TASD 78390					
TASD 78398					
TASD 78404					
TASD 78408					
TASD 78410					
TASD 78414					
TASD 78423-78425					
TASD 78428					
TASD 78434					
TASD 78442-78443					
TASD 78449					
TASD 78464-78466					
TASD 78471					
TASD 78473-78474					
TASD 78488					
TASD 78490					
TASD 78496					
TASD 78504	29		XM		
TASD 78508					
TASD 78511					
TASD 78516					
TASD 78518					
TASD 78522					
TASD 78524					
TASD 78527					
TASD 78533					
TASD 78535					
TASD 78538					
TASD 78544					
TASD 78547					
TASD 78551-78553					
TASD 78554-78555					
TASD 78558-78561					
TASD 78563					
TASD 78568					
TASD 78575					

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TASD 78581					
TASD 78586					
TASD 78590					
TASD 78595					
TASD 78599-78600					

Texas Mexican Railroad

TM 3000-3001	83	XM	03-15-78	9778	10-17-78
TM 3003					
TM 3009-3010					
TM 3012-3014					
TM 3016					
TM 3018					
TM 3020-3021					
TM 3027-3028					
TM 3031					
TM 3035					
TM 3037-3039					
TM 3042-3043					
TM 3045-3046					
TM 3048-3049					
TM 3051					
TM 5054					
TM 3058-3060					
TM 3062-3065					
TM 3068					
TM 3074-3076					
TM 3079-3080					
TM 3082					
TM 3084-3085					
TM 3087-3090					
TM 3092-3094					
TM 3097-3105					
TM 3107-3109					
TM 3112-3113					
TM 3115					
TM 3117-3120					
TM 3123-3124					
TM 3131					
TM 3135					
TM 3137-3140					
TM 3142-3143					
TM 3145-3146					

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TM 3148-3149					
<b><u>Valdosta Southern Railroad</u></b>					
VSO 6200-6249	50	XM	03-26-76	8343	05-25-76
VSO 6350-6399	50	XM	12-23-77	9408	05-26-78

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<u>Ahnapee and Western Railroad</u>					
AHW 105525	1	FC	03-01-85	14624	04-12-85
<u>Apalachicola Northern Railroad</u>					
AN 5600-5648	195	XM	01-25-77	8796	04-27-77
AN 5650-5713					
AN 5715-5734					
AN 5736-5740					
AN 5742-5799					
AN 5800-5814	15	XM			
AN 5861	14	XM	10-15-84	14594	03-18-85
AN 5863-5875					
<u>Arkansas and Louisiana Missouri Railroad</u>					
ALM 1250-1278	29	XM	01/24/86	14934	04-04-86
ALM 1600-1624	25	XM	06/14/77	9049	10-21-77
<u>Atchison, Topeka and Santa Fe Railway</u>					
SFLC 902000-902036	691	FC	11-01-84	14544	01-04-85
SFLC 902038-902086					
SFLC 902088-902099					
SFLC 902100-902108					
SFLC 902110-902127					
SFLC 902129-902141					
SFLC 902143-902144					
SFLC 902146-902153					
SFLC 902157-902158					
SFLC 902160-902169					
SFLC 902171					
SFLC 902173					
SFLC 902175-902181					
SFLC 902183-902185					
SFLC 902187					
SFLC 902189-902191					

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SFLC 902193					
SFLC 902195-902199					
SFLC 902201-902202					
SFLC 902204-902223					
SFLC 902225					
SFLC 902227-902228					
SFLC 902230					
SFLC 902232-902235					
SFLC 902237-902238					
SFLC 902240-902241					
SFLC 902243-902244					
SFLC 902246-902299					
SFLC 902300-902356					
SFLC 902358-902329					
SFLC 902331-902356					
SFLC 902358-902399					
SFLC 902400-902457					
SFLC 902459-902480					
SFLC 902482-902499					
SFLC 902500-902599					
SFLC 902600-902635					
SFLC 902637-902666					
SFLC 902668-902678					
SFLC 902680-902699					
SFLC 902700-902719					
SFLC 902721-902724					

Bangor and Aroostook Railroad

BAR 9700-9718	113	XM	06-18-86	14986	06-23-86
BAR 9794-9888					

Burlington Northern Railroad

BN 377000-377009	122	XP	07-03-84	14605	03-28-85
BN 377011-377119					
BN 377121-377123					

Canadian Pacific Railroad

QC 77198-77249	50	XM	11-19-86	15118	12-12-86
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<b><u>Corinth and Counce Railroad</u></b>					
CCR 6650-6699	50	XM	04-29-77	8838	05-27-77
CCR 6700-6720 6722-6799	99	XM			
CCR 6800-6802	3	XM			
CCR 6803-6805	3	XM			
CCR 6881-6905	25	XM			
<b><u>Crab Orchard and Egyptian Railroad</u></b>					
COER 100000-100001 COER 100003-100030	30	FC	06-21-78	9936	12-22-78
COER 250004	22	FC			
COER 250008					
COER 250011					
COER 250017					
COER 250022					
COER 250027					
COER 250032-250035					
COER 250037					
COER 250039					
COER 250044					
COER 250052					
COER 250054-250055					
COER 250063					
COER 250065					
COER 250067					
COER 250073-250074					
<b><u>East Camden and Highland Railroad</u></b>					
EACH 4010	12	XP	04-26-78	9756	10-11-78
EACH 4021-4022					
EACH 4088					
EACH 4103					
EACH 4105					

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EACH 4113-4115					
EACH 4120					
EACH 4124					
EACH 4131					
EACH 4138					

Grand Trunk Western Railroad

DTI 90000	157	FC	01-01-85	14615	04-03-85
DTI 90003-90005					
DTI 90007-90008					
DTI 90010					
DTI 90012-90014					
DTI 90016					
DTI 90018-90019					
DTI 90022					
DTI 90025-90026					
DTI 90028-90031					
DTI 90034-90036					
DTI 90039					
DTI 90041-90045					
DTI 90048-90050					
DTI 90053-90058					
DTI 90060-90062					
DTI 90068-90072					
DTI 90074					
DTI 90076-90077					
DTI 90079-90083					
DTI 90086					
DTI 90089-90092					
DTI 90094					
DTI 90096					
DTI 90098					
DTI 90102-90107					
DTI 90110					
DTI 90112-90115					
DTI 90117					
DTI 90121-90122					
DTI 90125-90126					
DTI 90128					
DTI 90132-90135					
DTI 90137					
DTI 90139-90142					
DTI 90144-90148					

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DTI 90150-90151					
DTI 90154					
DTI 90157-90163					
DTI 90165					
DTI 90167-90172					
DTI 90175-90176					
DTI 90178					
DTI 90180-90182					
DTI 90184-90189					
DTI 90191-90194					
DTI 90197-90198					
DTI 90200-90206					
DTI 90208-90210					
DTI 90212-90219					
DTI 90221-90224					
DTI 90228-90234					

Green Bay and Western Railroad

GBW 7000-7049	50	XM	03-08-79	10362	05-10-79
GBW 8302-8303	34	XM	07-01-82	13579-A	08-23-82
GBW 8306					
GBW 8317					
GBW 8319					
GBW 8323-8324					
GBW 8330-8331					
GBW 8333-8334					
GBW 8337					
GBW 8343-8344					
GBW 8346					
GBW 8348					
GBW 8353					
GBW 8357					
GBW 8362					
GBW 8364-8366					
GBW 8373-8374					
GBW 8377					
GBW 8379					
GBW 8385					
GBW 8389					
GBW 8392					
GBW 8395					
GBW 8399					

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<u>Equipment No.</u>	<u>Cars</u>	<u>Type</u>	<u>Date</u>	<u>Number</u>	<u>Filed</u>
GBW 8402					
GBW 8413					
GBW 8419					
GBW 10000-10001	48	XP	10-21-81	13554	02-18-82
GBW 10003-10024					
GBW 10026-10049					
GBW 10050-10098	49	XP	10-06-83	9756-A	01-27-84

Iowa Interstate Railroad

IAIS 902100-902124	25	FC	02-28-86	14935	04-07-86
IAIS 902125-902143	74	FC			
IAIS 902145-902199					

Kansas City Southern Railway

KCS 756008	194	XM	07-17-85	14785	09-11-85
KCS 756016					
KCS 756024					
KCS 756032					
KCS 756041					
KCS 756059					
KCS 756067					
KCS 756075					
KCS 756091					
KCS 756105					
KCS 756113					
KCS 756121					
KCS 756130					
KCS 756148					
KCS 756156					
KCS 756164					
KCS 756172					
KCS 756181					
KCS 756199					
KCS 756202					
KCS 756211					
KCS 756229					
KCS 756237					
KCS 756245					

Schedule B

1978 SERIES 3 ETC SERIES TRUST  
Filed Under ICC Recordation No. 9932  
On December 22, 1978

Lessee/Sublessee Equipment No.	No. of Cars	Car Type	(Sub)Lease Date	Recordation Number	Date Filed
KCS 756253					
KCS 756261					
KCS 756270					
KCS 756288					
KCS 756296					
KCS 756300					
KCS 756318					
KCS 756326					
KCS 756334					
KCS 756342					
KCS 756351					
KCS 756369					
KCS 756377					
KCS 756385					
KCS 756393					
KCS 756407					
KCS 756415					
KCS 756423					
KCS 756431					
KCS 756440					
KCS 756458					
KCS 756466					
KCS 756474					
KCS 756482					
KCS 756491					
KCS 756504					
KCS 756521					
KCS 756539					
KCS 756547					
KCS 756555					
KCS 756563					
KCS 756580					
KCS 756598					
KCS 756601					
KCS 756610					
KCS 756628					
KCS 756636					
KCS 756644					
KCS 756652					
KCS 756661					
KCS 756679					
KCS 756687					
KCS 756695					
KCS 756709					
KCS 756717					

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1978 SERIES 3 ETC SERIES TRUST  
Filed Under ICC Recordation No. 9932  
On December 22, 1978

Lessee/Sublessee Equipment No.	No. of Cars	Car Type	(Sub)Lease Date	Recordation Number	Date Filed
KCS 756725					
KCS 756733					
KCS 756741					
KCS 756750					
KCS 756768					
KCS 756776					
KCS 756784					
KCS 756792					
KCS 756806					
KCS 756814					
KCS 756822					
KCS 756831					
KCS 756849					
KCS 756857					
KCS 756865					
KCS 756873					
KCS 756881					
KCS 756890					
KCS 756903					
KCS 756911					
KCS 756920					
KCS 756938					
KCS 756946					
KCS 756954					
KCS 756962					
KCS 756971					
KCS 756989					
KCS 756997					
KCS 757004					
KCS 757012					
KCS 757021					
KCS 757039					
KCS 757047					
KCS 757055					
KCS 757063					
KCS 757071					
KCS 757080					
KCS 757098					
KCS 757101					
KCS 757110					
KCS 757128					
KCS 757144					
KCS 757152					
KCS 757161					
KCS 757179					

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1978 SERIES 3 ETC SERIES TRUST  
Filed Under ICC Recordation No. 9932  
On December 22, 1978

Lessee/Sublessee Equipment No.	No. of Cars	Car Type	(Sub)Lease Date	Recordation Number	Date Filed
KCS 757187					
KCS 757195					
KCS 757209					
KCS 757217					
KCS 757233					
KCS 757241					
KCS 757250					
KCS 757268					
KCS 757276					
KCS 757284					
KCS 757292					
KCS 757306					
KCS 757314					
KCS 757322					
KCS 757331					
KCS 757349					
KCS 757357					
KCS 757365					
KCS 757373					
KCS 757381					
KCS 757403					
KCS 757411					
KCS 757420					
KCS 757438					
KCS 757446					
KCS 757454					
KCS 757462					
KCS 757471					
KCS 757489					
KCS 757497					
KCS 757501					
KCS 757519					
KCS 757527					
KCS 757535					
KCS 757543					
KCS 757551					
KCS 757560					
KCS 757578					
KCS 757586					
KCS 757594					
KCS 757608					
KCS 757616					
KCS 757624					
KCS 757632					
KCS 757641					

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1978 SERIES 3 ETC SERIES TRUST  
Filed Under ICC Recordation No. 9932  
On December 22, 1978

Lessee/Sublessee Equipment No.	No. of Cars	Car Type	(Sub)Lease Date	Recordation Number	Date Filed
KCS 757659					
KCS 757667					
KCS 757675					
KCS 757683					
KCS 757691					
KCS 757705					
KCS 757713					
KCS 757721					
KCS 757730					
KCS 757748					
KCS 757756					
KCS 757764					
KCS 757772					
KCS 757781					
KCS 757799					
KCS 757802					
KCS 757811					
KCS 757829					
KCS 757837					
KCS 757845					
KCS 757853					
KCS 757861					
KCS 757870					
KCS 757888					
KCS 757896					
KCS 757900					
KCS 757918					
KCS 757926					
KCS 757934					
KCS 757942					
KCS 757951					
KCS 757969					
KCS 757977					
KCS 757985					
KCS 757993					

Marinette, Tomahawk and Western Railroad

MTW 1100-1116 17 XM 12-23-77 9406 05-26-78

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1978 SERIES 3 ETC SERIES TRUST  
 Filed Under ICC Recordation No. 9932  
 On December 22, 1978

Lessee/Sublessee Equipment No.	No. of Cars	Car Type	(Sub)Lease Date	Recordation Number	Date Filed
<u>MidLouisiana Rail Corporation</u>					
NLG 5801-5824	98	XM	07-21-77	9703	11-10-77
NLG 5826-5842					
NLG 5844-5900					
NLG 7150-7167	28	XM			
NLG 7169-7175					
NLG 7177-7179					
<u>MidSouth Rail Corporation</u>					
MSRC 4000-4027	28	XM	12-12-86	15149	1-6-87
MSRC 4300-4399	100	XM			
<u>Minnesota, Dakota and Western Railroad</u>					
MDW 10364-10414	51	XM	07/26/78	10129	02-22-79
MDW 10299	1	XM			
MDW 2060	25	XM	07/02/84	10032	03-28-85
MDW 2062-2075					
MDW 2077-2086					
<u>New Orleans Public Belt Railroad</u>					
NOPB 3550	305	XM	06/17/77	8904	07-26-77
NOPB 3552-3556					
NOPB 3558-3572					
NOPB 3575-3577					
NOPB 3579-3586					
NOPB 3589					
NOPB 3591					
NOPB 3593-3596					
NOPB 3598-3601					
NOPB 3604-3605					
NOPB 3608					
NOPB 3611-3615					
NOPB 3617-3621					
NOPB 3627-3630					

## Schedule B

**1978 SERIES 3 ETC SERIES TRUST**  
Filed Under ICC Recordation No. 9932  
On December 22, 1978

Lessee/Sublessee Equipment No.	No. of Cars	Car Type	(Sub)Lease Date	Recordation Number	Date Filed
NOPB 3632-3633					
NOPB 3635-3636					
NOPB 3638-3643					
NOPB 3646					
NOPB 3648-3649					
NOPB 3651-3655					
NOPB 3657-3664					
NOPB 3666					
NOPB 3668-3672					
NOPB 3675-3678					
NOPB 3680-3681					
NOPB 3684-3686					
NOPB 3688-3689					
NOPB 3691-3693					
NOPB 3695					
NOPB 3697-3698					
NOPB 3700					
NOPB 3703					
NOPB 3706-3708					
NOPB 3710					
NOPB 3712-3723					
NOPB 3725-3726					
NOPB 3728-3730					
NOPB 3734-3739					
NOPB 3741-3748					
NOPB 3750-3755					
NOPB 3757-3764					
NOPB 3766-3770					
NOPB 3772-3774					
NOPB 3777					
NOPB 3779					
NOPB 3781					
NOPB 3784					
NOPB 3787					
NOPB 3789					
NOPB 3791-3792					
NOPB 3796					
NOPB 3806					
NOPB 3810					
NOPB 3813					
NOPB 3816-3817					
NOPB 3821					
NOPB 3824					
NOPB 3838					
NOPB 3842-3843					

## Schedule B

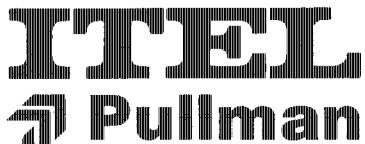
**1978 SERIES 3 ETC SERIES TRUST**  
Filed Under ICC Recordation No. 9932  
On December 22, 1978

<u>Lessee/Sublessee</u> <u>Equipment No.</u>	<u>No. of</u> <u>Cars</u>	<u>Car</u> <u>Type</u>	<u>(Sub)Lease</u> <u>Date</u>	<u>Recordation</u> <u>Number</u>	<u>Date</u> <u>Filed</u>
NOPB 3846					
NOPB 3850-3851					
NOPB 3856-3858					
NOPB 3868					
NOPB 3870					
NOPB 3878					
NOPB 3885					
NOPB 3893					
NOPB 3907					
NOPB 3918					
NOPB 3922					
NOPB 3927					
NOPB 3933					
NOPB 3940					
NOPB 3942-3943					
NOPB 3945-3946					
NOPB 3953					
NOPB 3956					
NOPB 3961-3964					
NOPB 3966					
NOPB 3971					
NOPB 3975					
NOPB 3979-3980					
NOPB 3982-3991					
NOPB 3993					
NOPB 3995-3997					
NOPB 4000-4004					
NOPB 4007					
NOPB 4010-4011					
NOPB 4013-4017					
NOPB 4020					
NOPB 4022					
NOPB 4024-4027					
NOPB 4029-4031					
NOPB 4033-4036					
NOPB 4038					
NOPB 4042-4047					
NOPB 4050-4051					
NOPB 4053					
NOPB 4055-4059					
NOPB 4061-4063					
NOPB 4065-4066					
NOPB 4068-4069					
NOPB 4071-4073					
NOPB 4075-4076					

Schedule B

1978 SERIES 3 ETC SERIES TRUST  
Filed Under ICC Recordation No. 9932  
On December 22, 1978

Lessee/Sublessee Equipment No.	No. of Cars	Car Type	(Sub)Lease Date	Recordation Number	Date Filed
NOPB 4078-4079					
NOPB 4081-4088					
NOPB 4090-4094					
NOPB 4096-4099					
<hr/>					
<u>Port Huron and Detroit Railroad</u>					
PHD 3000-3034	35	XP	2-22-77	8799	4-27-77
PHD 4000-4024	25	XP			
PHD 5000-5024	38	XL			
PHD 5026					
PHD 5028-5039					
<hr/>					
<u>Sabine River and Northern Railroad</u>					
SRN 5400-5450	51	XM	10-19-84	14165-M	12-3-84
<hr/>					
<u>Soo Line Railroad</u>					
SOO 54694-54734	272	FC	02-17-83	14002	4-11-83
SOO 54736-54747					
SOO 54749-54815					
SOO 54817-54843					
SOO 54845-54969					
<hr/>					
<u>South Rail Corporation</u>					
GMSR 40401-40440	40	XM	01-10-86	14909	02-25-86
<hr/>					
<u>Texas Mexican Railroad</u>					
TM 3150-3299	32	XM	3-15-78	9778	10-17-78



August 31, 1989

**Itel Rail Corporation**

55 Francisco Street  
San Francisco, CA 94133  
(415) 984-4000  
(415) 781-1035 Fax

RECORDATION NO. 14780-C FILED 1435

SEP 6 1989 -11 50 AM

INTERSTATE COMMERCE COMMISSION

Hon. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

**Re: Full Release and Termination of Assignment Agreement**

Dear Ms. McGee:

On behalf of Itel Rail Corporation, the above instrument, in three (3) counterparts, is hereby submitted for filing and recording pursuant to 49 U.S.C. Section 11303(a), along with the \$26 recordation fee.

Please record this Release under the Lease Agreement dated July 17, 1985, between Itel Rail Corporation and Kansas City Southern Railway Company, which was filed with the ICC on August 29, 1985, under Recordation No. 14780. Please cross-index Release under the Lease Assignment and Agreement dated as of September 30, 1986, as supplemented (as supplemented, the "Lease Assignment"), between Itel Rail Corporation and Heller Financial, Inc. ("Heller"), which was filed with the ICC on October 7, 1986, under Recordation No. 15064.

The parties to the aforementioned instrument are listed below:

Itel Rail Corporation (Borrower)  
55 Francisco Street  
San Francisco, California 94133

Heller Financial, Inc. (Secured Party)  
200 North LaSalle Street  
Chicago, Illinois 60601

This Release terminates the Lease Assignment in its entirety and completely releases Heller of any security interest it may have had in the leases and equipment identified therein.

Please return to the undersigned, the stamped counterparts not required for filing purposes, together with the ICC fee receipt and acknowledgment letter.

Very truly yours,

*Patricia Schumacker*  
Patricia Schumacker  
Legal Assistant

CERTIFICATION OF TRUE COPY

file under  
14780  
cross index under  
ISD64

On September 1, 1989, I, Patricia Schumacker, original copy of the Full Release and Termination I as of August 11, 1989, between Itel Rail Corporate Financial, Inc., and I hereby certify that I have attached duplicate copy with the original, and that it is a complete, true and correct copy of the original in all respects, including the dates, signatures and acknowledgements thereof.

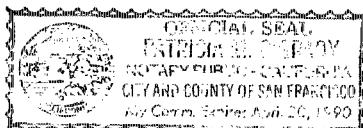
Patricia Schumacker  
Patricia Schumacker

RECORDED NO. 14780-C FILED 1478

STATE OF CALIFORNIA      )  
                                )  
COUNTY OF SAN FRANCISCO ) ss.

SEP 6 1989 -11 50 AM  
INTERSTATE COMMERCE COMMISSION

On this 1st day of September 1989, before me personally appeared Patricia Schumacker, personally known to me to be the person whose name is subscribed to the above instrument, and she acknowledged that she executed the same.



Patricia M. O'Grady  
Notary Public

RECORDATION NO. 14780-C  
FILED 10/5/89

FULL RELEASE AND TERMINATION AGREEMENT

SEP 6 1989 - 11 50 AM

INTERSTATE COMMERCE COMMISSION

Full Release and Termination Agreement ("Release"), dated as of August 11, 1989 among Itel Rail Corporation, a Delaware corporation ("Rail"), and Heller Financial, Inc., a Delaware corporation (the "Lender").

WHEREAS, pursuant to that certain Loan and Security Agreement dated as of September 30, 1986, between Rail and the Lender, as heretofore amended, modified or supplemented (the "Loan Agreement") the Lender agreed to make loans from time to time (the "Loans") to Rail; and

WHEREAS, the Loans are guaranteed pursuant to that certain guaranty dated as of September 30, 1986 by Itel Railcar Corporation, a Delaware corporation, as heretofore amended, modified or supplemented (the "Guaranty"); and

WHEREAS, to secure repayment of the Loans, Rail entered into that certain Security Agreement dated as of September 30, 1986, made by Rail to the Lender as heretofore amended, modified or supplemented (the "Security Agreement") which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303(a) on October 7, 1986, and given Recordation No. 15063; and

WHEREAS, to further secure repayment of the Loans, Rail entered into that certain Pledge Agreement dated as of September 20, 1988, made by Rail to the Lender, as heretofore amended, modified or supplemented (the "Pledge Agreement"); pursuant to which Rail has pledged the Pledged Shares (as defined in the Pledge Agreement); and

WHEREAS, to further secure repayment of the Loans, Rail entered into those certain lease assignments from time to time, by and between Rail and the Lender, as heretofore amended, modified or supplemented (the "Lease Assignments") which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303(a) on October 7, 1986, and given Recordation No. 15064, pursuant to which Rail has assigned all of its rights in the Leases (as defined in the Lease Assignments) to the Lender; and

WHEREAS, Rail has repaid its obligations including, without limitation, its Obligations (as defined in the Loan Agreement) with respect to the Loan Agreement, including all outstanding principal plus accrued interest and fees and expenses to the date hereof; and

WHEREAS, the Lender has agreed to terminate the Loan Agreement, the Guaranty, the Security Agreement, the Pledge Agreement, and the Lease Assignments, and to release the security interests granted pursuant thereto.

NOW THEREFORE, in consideration the foregoing and the terms of this Release:

(1) The Lender hereby acknowledges receipt of the entire outstanding principal balance, plus accrued interest thereon, plus any accrued fees and expenses, including, without limitation, all prepayment penalties, to the date of this Release, of funds advanced and fees and expenses incurred pursuant to the Loan Agreement, evidenced by a wire transfer payment in an aggregate amount equal to \$68,077,778.34, and the Lender hereby expressly declares all of the terms, provisions and covenants of the Loan Agreement to be terminated and no longer in effect.

(2) The Lender hereby expressly relinquishes, releases and renders ineffective all of its rights, powers and interests derived from or arising under the Guaranty, the Security Agreement, the Pledge Agreement, the Lease Assignments, or any filings pertaining to any thereof, and the Lender hereby expressly declares all of the terms, provisions and covenants of the Guaranty, the Security Agreement, the Pledge Agreement and the Lease Assignments to be terminated and no longer in effect.

(3) The Lender agrees to promptly deliver all certificates evidencing the Pledged Shares to Rail free and clear of any claim, charge or security interest for the benefit of the Lender.

(4) The Lender hereby agrees to effect such other documents as are reasonably required by Rail (at Rail's sole cost and expense), to carry out the intent of this Release, including the execution and filing of Uniform Commercial Code termination statements and Interstate Commerce Commission filings.

(5) In case any provision is or obligation under this Release shall be invalid, illegal or unenforceable in any jurisdiction, the validity, legality and enforceability of the remaining provision or obligations, or of such provision or obligation in any other jurisdiction, shall not in any way be affected or impaired thereby.

(6) This Release shall be binding upon the parties hereto and their successors and assigns, for the uses and purposes above set forth and referred to effective immediately upon execution by the Lender and Rail.

(7) This Release may be executed in counterparts, each of which when so executed and delivered shall be deemed an original, but all such counterparts together shall constitute but one and the same document.

(8) This release shall be governed by and construed in accordance with the laws of the State of Illinois.

IN WITNESS WHEREOF, the parties have executed and delivered this Release as of the date first above written.

HELLER FINANCIAL, INC.

By: Patrick Basch  
Title: SVP

ITEL RAIL CORPORATION

By: Robert Kehlly  
Title: Vice President and Treasurer